

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

-----X  
In re :  
: **Chapter 11**  
SEARS HOLDINGS CORPORATION, *et al.*, :  
: **Case No. 18-23538 (RDD)**  
: **Debtors.**<sup>1</sup> : **(Jointly Administered)**  
-----X

**AFFIDAVIT OF SERVICE**

I, Asir U. Ashraf, depose and say that I am employed by Prime Clerk LLC (“***Prime Clerk***”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On September 5, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following documents to be served via email on the Master Email Service List attached hereto as **Exhibit A**:

- Notice of Hearing on Debtors’ Sixth Omnibus Objection to Proofs of Claim (Satisfied Claims) [Docket No. 5075] (the “***Sixth Omnibus Objection***”)
- Notice of Hearing of Motion of Debtors for Modification of Retiree Benefits [Docket No. 5080] (the “***Notice of Hearing***”)

On September 5, 2019, at my direction and under my supervision, employees of Prime Clerk caused the Sixth Omnibus Objection to be served via first class mail on Office of the United States Trustee for Region 2, Attn: Paul Schwartzberg, Richard Morrissey, 201 Varick St., Ste. 1006, New York, NY 10014.

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<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor’s federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); SHC Licensed Business LLC (3718); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); SHC Promotions LLC (9626); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); Sears Brands Management Corporation (5365); and SRe Holding Corporation (4816). The location of the Debtors’ corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179.

On September 5, 2019, at my direction and under my supervision, employees of Prime Clerk caused the following document to be served by the method set forth on the Sixth Omnibus Service List attached hereto as **Exhibit B:**

- Notice of Hearing on Debtors' Sixth Omnibus Objection to Proofs of Claim (Satisfied Claims) [Docket No. 5075, pp. 1-15]

On September 5, 2019, at my direction and under my supervision, employees of Prime Clerk caused the Notice of Hearing to be served by the method set forth on the Master Service Hard Copy List attached hereto as **Exhibit C** and via first class mail and email on the Notice Party Service List attached hereto as **Exhibit D.**


Dated: September 10, 2019

  
\_\_\_\_\_  
Asir U. Ashraf

State of New York  
County of New York

Subscribed and sworn to (or affirmed) before me on September 10, 2019, by Asir U. Ashraf, proved to me on the basis of satisfactory evidence to be the person who appeared before me.

Signature: \_\_\_\_\_

  
JAMES A. MAPPLETHORPE  
Notary Public, State of New York  
No. 01MA6370846  
Qualified in New York County  
Commission Expires February 12, 2022

**Exhibit A**

## Exhibit A

Master Email Service List

Served via Email

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## Exhibit A

Master Email Service List

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## Exhibit A

Master Email Service List

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Master Email Service List

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Master Email Service List

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Master Email Service List

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Master Email Service List

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Counsel to Sears Hometown and Outlet Stores, Inc.	Shearman & Sterling LLP	fsosnick@shearman.com sara.coelho@shearman.com
Counsel for Everlast World's Boxing Headquarters Corp.	Sheppard Mullin Richter & Hampton, LLP	afeld@sheppardmullin.com tcohen@sheppardmullin.com
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## Exhibit A

Master Email Service List

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Counsel to Dell Financial Services L.L.C	Streusand, Landon, Ozburn & Lemon, LLP	streusand@slollp.com
Counsel to Och-Ziff Capital Structure Arbitrage Master Fund, Ltd.	Stroock & Stroock & Lavan LLP	khansen@stroock.com jcanfield@stroock.com sbhattacharyya@stroock.com
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## Exhibit A

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Master Email Service List

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Counsel to Travis County	Travis County Attorney	kay.brock@traviscountytexas.gov
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Counsel to Biltmore Commercial Properties I, LLC, Steven Bruce as Trustee of the Steven Bruce Revocable Trust, Cara Bruce and Lou Cuida as Trustee of the Cara Bruce Irrevocable Trust, and Allison Bruce and Lou Cuida as Trustees of the Allison Bruce Irrevocable Trust (collectively, the "Bruce Trusts")	Troutman Sanders LLP	Brett.Goodman@troutman.com Alissa.Piccione@troutman.com
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Counsel to NorthStar Group Services, Inc., and Village of Hoffman Estates	Vedder Price P.C.	mschein@vedderprice.com

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Master Email Service List

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Counsel to Angela Kelly and Janyce L. MacKenzie, International Cruise & Excursions Gallery, Inc.	Whiteford, Taylor & Preston LLC	klewis@wtplaw.com
Counsel to the J.M. Smucker Company and Ainsworth Pet Nutrition LLC	Whiteford, Taylor & Preston LLC	sgerald@wtplaw.com
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## Exhibit A

Master Email Service List

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Counsel for Edward S. Lampert, ESL Investments, Inc., RBS Partners LP, CRK Partners LLC, SPE Master I L.P., ESL Partners L.P., SPE I Partners L.P., RBS Investment Management LLC, ESL Institutional Partners L.P., ESL Investors, L.L.C., JPP LLC, and JPP II LLC (collectively, the "ESL Defendants")	Wilmer Cutler Pickering Hale and Dorr LLP	philip.anker@wilmerhale.com noah.levine@wilmerhale.com
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**Exhibit B**

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4128824	Alan Shaw	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	REDACTED	First Class Mail and Email
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5829794	CA INC - 1000871137	Attn: Robert Austen	One CA Plaza			Islandia	NY	11749		Robert.Austen@broadcom.com	First Class Mail and Email
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5846880	Comosoft, Inc.	2601 Network Blvd.	Ste. 430			Frisco	TX	75034		randy.evans@comosoft.com	First Class Mail and Email
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5845800	Microsoft Corporation and Microsoft Licensing, GP	Drew Wilkinson, Associate Paralegal	One Microsoft Way			Redmond	WA	98052		anwilkin@microsoft.com	First Class Mail and Email
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4897886	SALESFORCE.COM, INC.	C/O BIALSON, BERGEN & SCHWAB	ATTN: LAWRENCE SCHWAB AND THOMAS GAA	633 MENLO AVE.	SUITE 100	MENLO PARK	CA	94025		TGAA@BBSLAW.COM;YESSSENIA@BBSLAW. COM;	First Class Mail and Email
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5798731	Sears Outlet Stores, LLC	Shearman & Sterling LLP	Attn: Fredric Sosnick, Esq., Sara Coelho	599 Lexington Avenue		New York	NY	10022			First Class Mail
5798731	Sears Outlet Stores, LLC	Attn: Charles J. Hansen	5500 Trillium Boulevard, Suite 501			Hoffman Estates	IL	60192		charles.hansen@shos.com	First Class Mail and Email
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5818475	Sitel Operating Corporation	c/o Frost Brown Todd, LLC	Attn: Edward M. King	400 West Market Street		Louisville	KY	40202		tking@fbtlaw.com	First Class Mail and Email
5789771	SPOTDOCTOR BUILDING SERVICES	BILL ELLIS	6818 E HAYDEN LANE			INVERNESS	FL	34452		spotdrclean@yahoo.com	First Class Mail and Email
5822728	Teamsters Local Union No. 705	Attn: Joe Bakes	1645 W. Jackson Blvd., 7th Floor			Chicago	IL	60612		kparker@l705ibt.org;jbakes@L705ibt.org;	First Class Mail and Email
5850143	Telecheck Services, Inc.	White & Case LLP	James N. Robinson, Esq., Joseph A. Pack, Esq.	Southeast Financial Center, Suite 4900	200 South Biscayne Boulevard	Miami	FL	33121-2352		jrobinson@whitecase.com;joseph.pack@w hitecase.com;	First Class Mail and Email
5850143	Telecheck Services, Inc.	First Data Corporation	Attn: Ralph Shalom, Esq. & Jill E. Dokson, Esq.	3975 NW 120th Ave.		Coral Springs	FL	33065		ralph.shalom@firstdata.com	First Class Mail and Email
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5850036	ValueLink LLC	White & Case LLP	Attn: James N. Robinson & Joseph A. Pack	Southeast Financial Center, Suite 4900	200 South Biscayne Boulevard	Miami	FL	33131-2352		jrobinson@whitecase.com;joseph.pack@w hitecase.com;	First Class Mail and Email
5850578	ValueLink LLC	First Data Corporation	Attn: Ralph Shalom, Esq. & Jill E. Dokson, Esq.	3975 NW 120th Ave.		Coral Springs	FL	33065		ralph.shalom@firstdata.com	First Class Mail and Email
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**Exhibit C**

Master Service Hard Copy List

Served as set forth below

DESCRIPTION	NAME	ADDRESS	METHOD OF SERVICE
Counsel to Brookfield Property REIT Inc., as Agent	Brookfield Property REIT Inc.	Attn: Kristen N. Pate 350 N. Orleans St. Suite 300 Chicago IL 60654-1607	First Class Mail
BST International Fashion Ltd.	BST International Fashion Ltd.	Attn: A.R. Shrinivasan Managing Director 39 Wang Kwong Rd, Ste 2301B, Skyline Tower, Kowloon Bay Kowloon Hong Kong	First Class Mail
Counsel to the Bank of New York Mellon Trust Company and the Chase Manhattan Bank, N.A., Successor Trustees for the SRAC Unsecured PIK Notes (Top 20 Unsecured Creditor), SRAC Unsecured Notes, and the SRAC Medium Term Notes (Top 5 Secured Creditor)	Carter Ledyard & Milburn LLP	Attn: James Gadsden, Esq. 2 Wall Street New York NY 10005	First Class Mail
United States Bankruptcy Court for the Southern District of New York	Chambers of Honorable Robert D. Drain	Sears Chambers Copy US Bankruptcy Court SDNY 300 Quarropas Street, Room 248 White Plains NY 10601	Overnight Mail
Counsel to JPP, LLC, as agent under the Second Lien Credit Facility, IP/Ground Lease Term Loan Facility, the Consolidated Secured Loan Facility, and ESL Investments, Inc. and its affiliates (including JPP, LLC, & JPP II, LLC)	Cleary, Gottlieb, Steen & Hamilton LLP	Attn: Sean A. O'Neal, Andrew Weaver, Rahul Mukhi, Jennifer Kennedy Park, Thomas J. Moloney One Liberty Plaza New York NY 10006	First Class Mail
Trustee for the Second Lien PIK Notes, the Holdings Unsecured Notes (8.00%), and the Holdings Unsecured PIK Notes (8.00%), and Top Creditor	Computershare Trust Company, N.A.	Attn: Michael A. Smith, Vice President – Corporate Trust 2950 Express Drive South, Suite 210 Islandia NY 11749	First Class Mail
Counsel to Movant Bayview Loan Servicing, LLC, as servicer for The Bank of New York Mellon FKA the Bank of New York, as Trustee (CWALT 2007-HY4)	Fein, Such & Crane, LLP	Attn: Tammy L. Terrell Benoza, Esq. 1400 Old Country Road Suite C103 Westbury NY 11590	First Class Mail
Counsel to Movant Bayview Loan Servicing, LLC, as servicer for The Bank of New York Mellon FKA the Bank of New York, as Trustee (CWALT 2007-HY4)	Fein, Such & Crane, LLP	Attn: Tammy L. Terrell Benoza, Esq. 7 Century Drive Suite 201 Parsippany NJ 07054	First Class Mail

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DESCRIPTION	NAME	ADDRESS	METHOD OF SERVICE
Counsel to Select Portfolio Servicing, Inc. as servicer for U.S. Bank National Association, as Trustee, in trust for the registered holders of Citigroup Mortgage Loan Trust 2007-AHL2, Asset-Backed Pass-Through Certificates, Series 2007-AHL2, Mortgage Pass-Through Certificates	Frenkel, Lambert, Weiss, Weisman & Gordon, LLP	Attn: Michelle C. Marans, Esq. 53 Gibson Street Bay Shore NY 11706	First Class Mail
Top 20 Unsecured Creditor	Hanesbrands Inc	Attn: Joia Johnson, Chief Administrative Officer and General Counsel 1000 East Hanes Mill Road Winston Salem NC 27105	First Class Mail
Counsel to UBS AG, as lender for the Sparrow Term Loan maturing 2019, McLane Company, Inc.	Hunton Andrews Kurth LLP	Attn: Brett L. Gross, Michael S. Legge 200 Park Avenue New York NY 10166	First Class Mail
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation 2970 Market Street Philadelphia PA 19104-5016	First Class Mail
IRS Insolvency Section	Internal Revenue Service	Attn: Centralized Insolvency Operation P.O. Box 7346 Philadelphia PA 19101-7346	First Class Mail
Counsel to Aransas County, Bee County, Jim Wells CAD, Nueces County, City of Harlingen, Hidalgo County, Victoria County, Blanco CAD, Harlingen CISD, Cameron County	Linebarger Goggan Blair & Sampson, LLP	Attn: Diane Wade Sanders P.O. Box 17428 Austin TX 78760	First Class Mail
Counsel to Cyrus Capital Partners, L.P.	Milbank, Tweed, Hadley & McCloy LLP	Attn: Andrew M. Leblanc 1850 K Street, NW Suite 1100 Washington DC 20006	First Class Mail
Counsel to Creditor Hudson Concourse, LLC	Montee & Associates	Attn: Kevin P. Montee, Esq. 1250-I Newell Ave. Suite 149 Walnut Creek CA 94596	First Class Mail
United States Trustee Southern District of New York	Office of The United States Trustee for Region 2	Attn: Paul Schwartzberg, Richard Morrissey 201 Varick St. Suite 1006 New York NY 10014	Overnight Mail

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DESCRIPTION	NAME	ADDRESS	METHOD OF SERVICE
Counsel to Ohio Department of Taxation	Ohio Department of Taxation	Attn: Office of the Ohio Attorney General 1600 Carew Tower 441 Vine Street Cincinnati OH 45202	First Class Mail
Top 20 Unsecured Creditor	Paco (China) Garment Ltd	Attn: Lily Wang No 9 Yueyang Road, Building B Qingdao Shandong 266071 China	First Class Mail
Securities and Exchange Commission - Headquarters	Securities & Exchange Commission	Attn: Secretary of the Treasury 100 F Street, NE Washington DC 20549	First Class Mail
Securities and Exchange Commission - Regional Office	Securities & Exchange Commission – NY Office	Attn: Bankruptcy Department Brookfield Place 200 Vesey Street, Suite 400 New York NY 10281-1022	First Class Mail
Successor Trustee for the SRAC Unsecured PIK Notes, SRAC Unsecured Notes, and the SRAC Medium Term Notes	The Bank of New York Mellon Trust Company	Attn: Corporate Trust Administration 101 Barclay St., Floor 8W New York NY 10286	First Class Mail
Top 5 Secured Creditor and Pension Benefit Guaranty Corporation ("PBGC")	The Pension Benefit Guaranty Corporation (PBGC)	Attn: Judith Starr, Kartar S. Khalsa, William McCarron, Jr., & Adi Berger, Director Office of the General Counsel 1200 K Street, N.W. Washington DC 20005-4026	First Class Mail
Top 20 Unsecured Creditor	TJ Tianxing Kesheng Leather Products Co Ltd	Attn: Power Wang No. 2 Jianshe Road Baodi District Tianjin Tianjin 301800 China	First Class Mail
United States Attorney's Office for the Southern District of New York	US Attorney for Southern District of New York	Attn: Bankruptcy Division 86 Chambers Street 3rd Floor New York NY 10007	First Class Mail
Indenture Trustee for the Second Lien Notes	Wilmington Trust, National Association	Attn: Sears Holdings Corp. Administrator Corporate Capital Markets 50 South Sixth Street, Suite 1290 Minneapolis MN 55402	First Class Mail
Counsel to Eastview Mall, LLC, Greece Ridge, LLC & The Marketpalce	Wilmore Management Group LLC	Attn: Donald C. Cowan, Jr. 1265 Scottsville Road Rochester NY 14624	First Class Mail



**Exhibit D**

Notice Party Service List  
Served via first class mail and email

NAME	ADDRESS 1	ADDRESS 2	CITY	STATE	POSTAL CODE	EMAIL
The Law Offices of Michael M. Mulder	Attn: Michael M. Mulder and Elena N. Liveris	1603 Orrington Avenue, Suite 600	Evanston	IL	60201	mmmulder@mmulderlaw.com; eliveris@mmulderlaw.com
U.S. Department of Labor	Attn: Leonard H. Gerson	P.O. Box 1914	Washington	DC	20013	gerson.leonard@dol.gov
WOLLMUTH MAHER & DEUTSCH LLP	Attn: James N. Lawlor & Cassandra Postighone	500 Fifth Avenue	New York	NY	10110	jlawlor@wmd-law.com; cpostighone@wmd-law.com